

Protected Disclosure Policy and Procedures – New Zealand

Introduction

1. Landpower Group Limited and any of its subsidiary companies (collectively referred to as “the Group”) are committed to high standards of ethical and accountable conduct and do not tolerate any form of wrongdoing. Employees who come forward and report wrongdoing demonstrate a commitment to the Group by helping promote integrity, accountability and good management within it.

Purpose

2. This Policy outlines the procedure through which disclosures of serious wrongdoing can be made to Landpower in accordance with the Protected Disclosures (Protection of Whistleblowers) Act 2022 (“the Act”) and the Group's obligations under the Act when receiving a protected disclosure.
3. The purpose of the Act and this Policy is to encourage reporting wrongdoing in the workplace and promote the public interest:
 - by facilitating the disclosure and timely investigation of matters of wrongdoing in or by the Group and
 - by protecting people who disclose in accordance with the Act.
4. The Group acknowledges the importance of reporting a serious wrongdoing or serious concern and the protections afforded to the person who makes a disclosure (“the Discloser”).

Application

5. This Policy applies to all current and former employees, people on secondment to the Group, contractors, Board members and volunteers.
6. As defined by s 9 of the Act, a disclosure of information is a ‘*protected disclosure*’ if the Discloser—
 - (a) believes on reasonable grounds that there is, or has been, serious wrongdoing in or by the Discloser's organisation; and
 - (b) discloses information about said wrongdoing in accordance with this Act; and
 - (c) does not disclose it in bad faith.
7. A ‘*serious wrongdoing*’ is defined by s 10 of the Act and includes any act, omission, or course of conduct in (or by) the Group that is one or more of the following:
 - an offence; or
 - a serious risk to public health, public safety, or the health or safety of any individual or the environment; or
 - a serious risk to the maintenance of law, including the prevention, investigation and detection of offences or the right to a fair trial; or
 - an unlawful, corrupt, or irregular use of public funds or public resources; or
 - oppressive, unlawfully discriminatory, or grossly negligent, or that is gross mismanagement, and is done (or is an omission) by—
 - i. an employee (if the organisation is a public sector organisation);
 - ii. a person performing (or purporting to perform) a function or duty or exercising (or purporting to exercise) a power on behalf of a public sector organisation or the Government.
8. The Group also encourages people to report any *serious concerns* that do not meet the criteria of a ‘disclosable matter’ under the Whistleblower Protection Laws.
9. ‘*Serious concerns*’ includes:
 - poor culture or conduct;

- breach of the Company's Code of Conduct and Ethics;
- breach of any company policy;
- unsafe work practice or environment;
- bullying and harassment;
- suspicion of fraud or corruption; and
- abuse of authority by people in the Group.

Making a disclosure:

10. Where a person to whom this Policy applies believes on reasonable grounds that a serious concern or wrongdoing has been committed by or within the Group, they are encouraged to disclose it without delay to any of the following persons at the Group:
 - their manager;
 - their manager's manager;
 - any General Manager; or
 - the Chief Executive Officer ("CEO").
11. Disclosure should normally be made on a 'one-up' basis, i.e. to the immediate line manager of the person making the disclosure. However, if a person is not confident about making a disclosure to this person, a disclosure may be made to anyone in the list above.
12. Disclosure to any of the persons listed in paragraph 10 should be provided in person or via email and should include a description of the nature of the alleged wrongdoing and any supporting evidence.
13. If a person is not confident disclosing to a person listed in paragraph 10, they may provide their disclosure to the Group Chairman through the Whistleblower Reporting Service or, if the disclosure is related to a serious wrongdoing under the Act, to an 'appropriate authority'.
14. The Whistleblower Reporting Service is available via the Company Website through the New Zealand Privacy Policy & Terms link at the bottom of the webpage. If the Discloser wishes, the service provides the ability to make disclosures anonymously.
15. All disclosures of alleged serious concerns or wrongdoings will be appropriately investigated. However, the Discloser should be aware that an anonymous disclosure may limit the investigation as there may be no ability to question the Discloser and gain further information that may be required unless the Discloser provides a means of contact for any follow-up questions (e.g., via an anonymous email address).
16. An '*appropriate authority*' is defined by s 25 of the Act and includes the head of every public sector organisation, any officer of Parliament, any of the persons or bodies listed in Schedule 2 of the Act; and the membership body of a particular profession, trade, or calling with the power to discipline its members. An appropriate authority does not include Ministers of the Crown or members of Parliament.
17. A Discloser can obtain additional information before formally making their disclosure by contacting the CFO, CEO, Company Secretary, People and Culture Business Partner or an appropriate authority.

Receiving a disclosure

18. Within 20 working days of receiving a protected disclosure, the Group must:
 - acknowledge to the person the date of receipt of their disclosure (and if the disclosure was made orally, summarise the disclosure that was made);
 - consider the disclosure and whether it warrants investigation;
 - check with the person whether they have also made a disclosure somewhere else;
 - deal with the matter by doing one or more of the following:

- investigate the disclosure;
 - address any serious concern or wrongdoing by acting or recommending action;
 - refer the disclosure to an appropriate authority; and/or
 - decide that no action is required.
19. If the Group cannot complete these actions within 20 working days, the Group must begin to deal with the matter, inform the Discloser how long it is expected to take and keep them updated about progress.
20. If a person within the Group receives or is approached for advice or support about a protected disclosure and:
- they are aware that they may have some involvement in the alleged serious wrongdoing, or
 - they have any relationship or association with an alleged wrongdoer,
- they must immediately advise the Discloser to contact an appropriate authority.
21. If a disclosure is made to any person listed in paragraph 10 or directly to the Chairman, the receiving person may refer the matter to another person listed in paragraph 10 to undertake the investigation only if the receiver believes on reasonable grounds that the person to whom they refer the matter to is not involved in the alleged wrongdoing. The receiving person must consult the Discloser before referring the matter.
22. Any receiver of the protected disclosure may also refer the matter to an appropriate authority only if the Discloser is first consulted.
23. If the Group decides that no action is required, it must inform the Discloser of that decision, with reasons. A decision not to investigate alleged serious wrongdoing must be recorded in writing.

Investigating Serious Wrongdoing

24. A Discloser can feel confident that the Group will handle their disclosure appropriately and address the matter. Once a matter has been reported, the most appropriate person may either undertake an investigation of the alleged wrongdoing or appoint another person to undertake that investigation.
25. The Group must consult the Discloser in advance if the matter is referred to another person and obtain the Discloser's consent if identifying information is to be released to the person undertaking the investigation. The person undertaking the investigation must be unbiased, impartial and subject to appropriate confidentiality protocols.
26. Decisions may be made only when all parties involved (or alleged to be involved) in any serious wrongdoing have been given an opportunity to be heard. They must be:
- given reasonable notice of any interview.
 - advised that they may be represented at the interview and
 - given a reasonable opportunity and period of time to respond to the allegation.
27. Where a protected disclosure is investigated by a person listed in paragraph 10, except for the CEO, a written report detailing the nature of the allegation, any responses to it, any supporting evidence, and an assessment of the allegation with recommendations must be provided to the CEO. The CEO must present a final report detailing the outcome of the investigation and the steps taken to the Board.
28. Where a protected disclosure is investigated directly by the CEO, the CEO must provide a written report directly to the Board.
29. The Discloser will be kept informed of progress as appropriate.

Protections for Disclosers:

Serious Wrongdoing

30. For a disclosure of serious wrongdoing under the Act, the protections a Discloser is entitled to are:
 - confidentiality;
 - protection from retaliation or unfavourable treatment by the employer;
 - immunity from civil, criminal and disciplinary proceedings because of making the disclosure; and
 - application of the anti-victimisation provisions of the Human Rights Act 1993.
31. These protections apply even if the Discloser initially makes their disclosure to another person for the purposes of seeking advice about making a disclosure, as long as they do so confidentially
32. However, the protections do not apply if the Discloser knows the allegations are false or acts in bad faith.
33. Where a Discloser is an employee and believes they have suffered retaliatory action, they may bring a personal grievance under the Employment Relations Act 2000.
34. Where a Discloser believes they have been treated less favourably than others in the same circumstances because they made a disclosure, they can make a claim under the Human Rights Act 1993.

I. Confidentiality

35. The Group must use their best endeavours to keep confidential all information that might identify the Discloser except where the Discloser consents to the release of identifying information or there are reasonable grounds to believe that the release of identifying information is essential:
 - for effective investigation of the disclosure;
 - to prevent a serious risk to public health, public safety, the health or safety of any individual, or the environment;
 - to comply with the principles of natural justice; or
 - to an investigation by a law enforcement or regulatory agency for the purpose of law enforcement.
36. Where the release of identifying information is considered essential to effectively investigate the disclosure or comply with the principles of natural justice, the Group must consult the Discloser in advance.
37. The Group must, if practical, consult the Discloser in advance, where the release of identifying information is considered essential to:
 - prevent a serious risk to public health, public safety, the health or safety of any individual, or the environment; or
 - to an investigation by a law enforcement or regulatory agency for the purpose of law enforcement.
38. The Group should encourage, a Discloser to seek legal advice, prior to the disclosure of any potentially identifying information.
39. In all cases, the Group must inform the employee after releasing identifying information.
40. The Group must also refuse any request for official information that might identify a person who has made a protected disclosure.

41. If identifying information is inadvertently disclosed, the Group must take all possible steps to limit further disclosure and mitigate the effects of the disclosure, as would be required for any privacy breach.
42. When investigating the wrongdoing, the following options must be considered to avoid revealing the Discloser's identity:
 - a. omitting the name and position of the Discloser, as well as using gender-neutral terms in any communications/reports involving the investigation;
 - b. obtaining evidence from another authoritative source, such as documents, video footage, telephone or computer records;
 - c. where the Discloser is an employee, interviewing the person as part of a process of interviewing other staff (preferably not first or last); and
 - d. planning how to best describe the alleged wrongdoing in a manner that does not inadvertently reveal the identity of the Discloser.
43. The Discloser may request that meetings concerning the wrongdoing and its investigations be conducted offsite. Where appropriate, if the Discloser is an employee, they may also request that their duties be performed from another location while the investigation is being undertaken.
44. If the Group releases identifying information in breach of the obligations of confidentiality, the employee may make a complaint to the Privacy Commissioner about an interference with their privacy.
45. Anyone may seek information and guidance from an Ombudsman about this duty of confidentiality.

Serious Concern

46. A Discloser who reports serious concern within the Group is entitled to the confidentiality and detrimental acts and omissions protections as outlined above.

Discloser Involved in Alleged Wrongdoing

47. A Discloser who is involved in conduct that amounts to a 'serious wrongdoing' or 'serious concern' but discloses the conduct in accordance with the Policy and the Act will be entitled to the protections outlined above in regard to the disclosure. However, the Discloser may be subject to disciplinary action in regard to the conduct itself. However, any disclosure made before the Group discovers the wrongdoing will be considered, and the Discloser may face less serious disciplinary action.